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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re:	:	
	:	Chapter 11
DELPHI CORPORATION, et al.,	:	Case No. 05-44481 [RDD]
	:	
Debtors.	:	Jointly Administered
	:	
-----X	:	

**JOINT STIPULATION AND AGREED ORDER
COMPROMISING AND ALLOWING PROOF OF
CLAIM NUMBER 14015 IN THE AMOUNT OF \$0 AND
DISALLOWING CLAIM 14016 (LEAR CORPORATION)**

Delphi Corporation ("Delphi") and certain of its subsidiaries and affiliates including Delphi Automotive Systems, LLC ("DAS LLC,"), debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors") and Lear Corporation on behalf of itself and certain of its affiliates (collectively, "Lear Claimants") respectfully submit this Joint Stipulation And Agreed Order Compromising And Allowing Proof Of Claim Number 14015 In The Amount of \$0 And Disallowing Proof Of Claim Number 14016 (the "Stipulation") and agree and state as follows:

WHEREAS, on October 8, 2005, the Debtors filed voluntary petitions under chapter 11 of title 11 of the United States Code, 11 U.S.C. §§ 101-1330, as amended, in the United States Bankruptcy Court for the Southern District of New York; and

WHEREAS, on July 31, 2006, Claimants timely filed: (1) proof of claim #14015 against DAS in the total amount of \$1,750,068.82; (2) proof of claim #14016 against Delphi for the same amount; and (3) proof of claim #14017 against Debtor Delphi Mechatronic Systems, Inc. for the same amount (collectively, the "Lear Claims"); and

WHEREAS, on December 10, 2007, Claimant filed an objection to certain cure amounts proposed by the Debtors (the "Cure Amount Objection") which objection contained an objection with respect to adequate assurance of future performance pursuant to section 365 of the Bankruptcy Code (the "Adequate Assurance Issue"); and

WHEREAS, on or about January 10, 2008, Claimant filed an objection to the Debtors' motion estimating the amount of the Lear Claims for the administration of

discount rights offering (the "Discount Rights Objection") and an objection to the Proposed Plan (the "Plan Objection"); and

WHEREAS, on January 16, 2008, to resolve the Cure Amount Objection, the Discount Right Objection, and the Plan Objection with respect to the Lear Claims and other related matters, the Debtors and Lear Claimants entered into a settlement agreement (the "Settlement Agreement"); and

WHEREAS, the Debtors are authorized to enter into the Settlement Agreement either because the Lear Claims involve ordinary course controversies or pursuant to that certain Order Under 11 U.S.C. §§ 363, 502, And 503 And Fed. R. Bankr. P. 9019(b) Authorizing Debtors To Compromise Or Settle Certain Classes Of Controversy And Allow Claims Without Further Court Approval (Docket No. 4414) entered by this Court on June 29, 2006.

NOW, THEREFORE, in consideration of the foregoing, the Debtors and Lear Claimants stipulate and agree as follows:

1. Claim 14015 (the "Remaining Claim") shall be allowed in the amount of zero dollars and Claim 14016 shall be disallowed and expunged in its entirety.
2. If the Debtors fail to confirm a plan by July 1, 2008 that provides for treatment of unsecured claims that is substantially similar to the amounts provided in the Debtors' First Amended Joint Plan of Reorganization, the Lear Claimants may reassert the Remaining Claim in an amount not to exceed \$2,711,110
3. The Discount Rights Objection, Plan Objection, and Cure Amount

Objections are hereby withdrawn except with respect to the Adequate Assurance issue contained in the Cure Objection.

[signatures concluded on following page]

Dated: New York, New York
January 28, 2008

DELPHI CORPORATION, et al.,
Debtors and Debtors-in-Possession,
By their Bankruptcy Conflicts Counsel,
TOGUT, SEGAL & SEGAL LLP,
By:

/s/ Neil Berger

NEIL BERGER (NB-3599)
A Member of the Firm
One Penn Plaza, Suite 3335
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Dated: New York, New York
January 17, 2008

LEAR CORPORATION

By their Counsel,
BODMAN LLP

/s/ Ralph McDowell

RALPH MCDOWELL
Sixth Floor at Ford Field
1901 Saint Antoine Street
Detroit, Michigan 48226
313-259-7777

SO ORDERED

This 29th day of January, 2008
in New York, New York

/s/Robert D. Drain
HONORABLE ROBERT D. DRAIN
UNITED STATES BANKRUPTCY JUDGE